

# P010000078317

Capitol Services, Inc.

1406 Hays St., Suite 2

Tallahassee, FL 32301

(850) 878-4734

Kathi or Brent

Office Use Only

FILED  
01 AUG - 7 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. First Coast Emergency Services, P.A.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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-08/07/01-01049-006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

☒ Walk in  
☐ Mail Out

☒ Pick up time 8/7  
☐ Will wait

☐ Photocopy

☒ Certified Copy  
☒ Certificate of Status

**NEW FILINGS**

☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

W01-18281

8/7



*Resubmit*

FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 7, 2001

*Please backdate*

CAPITOL SERVICES, INC.  
1406 HAYS ST., STE. 2  
TALLAHASSEE, FL 32301

SUBJECT: FIRST COAST EMERGENCY SERVICES, P.A.  
Ref. Number: W01000018281

We have received your document for FIRST COAST EMERGENCY SERVICES, P.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s): *(ccs & ca)*

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Joey Bryan  
Document Specialist  
New Filing Section

Letter Number: 101A00045451

RECEIVED  
01 AUG -9 AM 11:07  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**FIRST COAST EMERGENCY SERVICES, P.A.**

01 AUG -7 AM 11:56  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1.

NAME

The name of the Corporation is: First Coast Emergency Services, P.A., and its principal place of business shall be 1768 Regatta Dr., Amelia Island, FL 32034.

2.

GOVERNING LAW

The Corporation is organized pursuant to the provisions of the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act.

3.

PURPOSES

The Corporation is a corporation for profit and is organized for the purpose of rendering to the public the practice of the profession of medicine and surgery and to engage in every phase and aspect of the business of rendering such professional services to the public that an osteopathic physician, duly licensed under the laws of the State of Florida, is authorized to render. Such professional services shall be rendered only through officers, employees, and agents of the Corporation, designated by the Board of Directors, who are duly licensed, under the laws of the State of Florida, to practice such profession within this State. The Corporation may, however, employ unlicensed persons in capacities in which they are not rendering professional services to the public in the course of their employment.

To do all and everything necessary and proper for the accomplishment of all of the purposes, the attaining of all of the objects and the furtherance of all of the purposes and objects enumerated in these Articles of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the Corporation and, in general, either alone or in any type of association with other associations, corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of all of the purposes, the attainment of all of the objectives and the furtherance of all of the purposes and objectives of the Corporation; and to enter into any other lawful businesses from time to time without limitation, so long as such business does not conflict with the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act.

4.

#### AUTHORIZED STOCK

The Corporation shall have authority to issue not more than ten thousand (10,000) shares, all of which shall be common shares.

5.

#### SPECIAL RESTRICTIONS

The shares in the Corporation shall only be issued to, held by, or transferred to a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized, in Florida, to practice the profession for which the Corporation is organized and who is actively engaged in such practice, except as otherwise permitted by the Florida Professional Service Corporation and Limited Liability Company Act or the Bylaws of this Corporation. Each stock certificate shall be appropriately endorsed disclosing this restriction and stating that the shares standing in the name of a professional corporation, professional limited liability company or individual disqualified to practice the profession for which the Corporation is organized are void.

No shareholder of a corporation organized under this act shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

If an officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, the Corporation forthwith and shall not subsequently be authorized at any time to participate in, or to vote upon, any matter concerning the rendering of professional services by the Corporation.

6.

#### BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the corporation.

7.

#### PLACE OF MEETINGS AND RECORDS

Meetings of shareholders of the corporation may be held within or without the State of Florida, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision of applicable law) within or without the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

8.

#### DISTRIBUTIONS

Except as otherwise restricted by the Florida Professional Service Corporation and Limited Liability Company Act, the Board of Directors shall have the power to distribute a portion of the assets of the Corporation, in cash or property, to shareholders of the Corporation.

9.

#### REPURCHASE OF STOCK

Except as otherwise restricted by the Florida Business Corporation Act, the Corporation shall have the full power as granted by the laws of the State of Florida to purchase and otherwise acquire, and dispose of, its own shares.

10.

#### DECISIONS BY BOARD OF DIRECTORS

All decisions made by the Board of Directors relating wholly to professional considerations concerning the profession for which the Corporation is organized shall be made only by those members of the Board of Directors who are licensed, in Florida, to practice the profession for which the Corporation is organized, and such decisions by the members of the Board of Directors, so licensed, shall be the act of the Board of Directors.

11.

#### PRESIDENT AND DIRECTOR TO BE LICENSED

At least one (1) member of the Board of Directors and the President of the Corporation shall be licensed, in Florida, to practice the profession for which the Corporation is organized.

12.

#### REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be at 1768 Regatta Drive, Amelia Island, FL 32034. The initial registered agent of the Corporation shall be Daniel J. Matricia, M.D.

13.

#### LIMITATION OF DIRECTOR'S LIABILITY

No Director shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the duty of care or other duty as a Director, provided that no director shall be released, by this Article 13, from liability:

- (i) For any appropriation, in violation of his or her duties, of any business opportunity of the corporation;
- (ii) For acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) For the types of liability set forth in Section 607.0631;
- (iv) For any transaction from which the Director derived an improper personal benefit.

14.

#### BEST INTERESTS OF CORPORATION

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, committees of the Board of Directors, and individual Directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such Directors consider pertinent; provided, however, that this Article 14 shall be deemed solely to grant discretionary authority to the Directors and shall not be deemed to provide to any constituency any right to be considered.

15.

#### INCORPORATOR

The name and address of the Incorporator is Ronald W. Eisenman, Greenberg Traurig, 3290 Northside Pkwy., Ste. 400, Atlanta, Fulton County, Georgia 30327.

16.

#### SHAREHOLDER ACTION BY WRITTEN CONSENT

action, shall be signed by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by classes) of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Notice shall be given within ten (10) days of the taking of corporate action without a meeting by less than unanimous written consent to those shareholders on the record date whose shares were not represented on the written consent.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 1<sup>st</sup> day of August, 2001.

  
\_\_\_\_\_  
Ronald W. Eisenman, Incorporator

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

*(See attached)*  
\_\_\_\_\_  
Signature of Registered Agent

\_\_\_\_\_  
Date

action, shall be signed by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by classes) of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Notice shall be given within ten (10) days of the taking of corporate action without a meeting by less than unanimous written consent to those shareholders on the record date whose shares were not represented on the written consent.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this \_\_\_\_ day of August, 2001.

\_\_\_\_\_  
Ronald W. Eisenman, Incorporator

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

\_\_\_\_\_  
*David M. [Signature]*

Signature of Registered Agent

\_\_\_\_\_  
8/1/01

Date

FILED  
01 AUG -7 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA